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June 9, 2010

VIA ECF

The Honorable James Orenstein
United States Magistrate Judge
United States District Court
Eastern District of New York
225 Cadman Plaza East, Room 456 North
Brooklyn, New York 11201

RE: *In re Payment Card Interchange Fee and Merchant
Discount Antitrust Litigation, 05-MD-1720 (JG)(JO)*

Dear Judge Orenstein:

On behalf of MasterCard Incorporated ("MasterCard"), we write to bring to Your Honor's attention MasterCard's recent Report on Form 8-K filed with the Securities and Exchange Commission on June 1, 2010 (the "8-K"). As announced in the 8-K, Class B bank shares have fallen below 15% of the combined Class A and B outstanding shares. As a consequence, all of MasterCard's outstanding Class M shares have been retired, and MasterCard no longer has authority to issue Class M shares.

MasterCard explained in its Reply Memorandum of Law in Support of its Motion to Dismiss the First Amended Supplemental Class Action Complaint that

Plaintiffs cannot dispute that the public disclosures of MasterCard show that bank shares in MasterCard are dwindling, with bank Class B outstanding shares listed at approximately 24% of total outstanding Class A and Class B shares in MasterCard's publicly filed Form 10-Q statement for the first quarter of 2009. Once the Class B bank shares fall below 15% of the combined Class A and B outstanding shares, the Class M veto rights will be extinguished.

Defs' Reply Mem. in Supp. of Mot. to Dismiss First Am. Supplemental Compl. at 6 n.9 (citations omitted).

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As indicated in the 8-K at 2, this has now occurred, and all Class M rights have been extinguished. A copy of the 8-K is attached hereto as Exhibit A.

Respectfully submitted,

/s/ Kenneth A. Gallo

Kenneth A. Gallo

cc: All counsel (by ECF)

Exhibit A

Current Report of MasterCard Incorporated on Form 8-K
as filed with the Securities and Exchange Commission on June 1, 2010

8-K 1 d8k.htm FORM 8-K

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 1, 2010

MasterCard Incorporated

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32877
(Commission
File Number)

13-4172551
(IRS Employer
Identification No.)

2000 Purchase Street
Purchase, New York
(Address of principal executive offices)

10577
(Zip Code)

(914) 249-2000
(Registrant's telephone number, including area code)

NOT APPLICABLE
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 8.01 Other Events

MasterCard Incorporated (the “Company”) announced today that approximately 7.5 million shares of the Company’s Class B common stock were elected for participation in the first week of the Company’s previously announced four-week program to facilitate conversions of shares of the Company’s Class B common stock. Effective June 1, 2010, all of such shares of Class B common stock were converted on a one-for-one basis into shares of Class A common stock for subsequent sale or transfer to public investors in accordance with the terms of both the program and the Company’s certificate of incorporation. Following such conversion, shares of the Company’s Class A common stock and Class B common stock represented approximately 90.4% and 9.6%, respectively, of the aggregate outstanding shares of the Class A common stock and Class B common stock.

This level of Class B ownership represents the first time the outstanding shares of the Class B common stock have represented less than 15% of the aggregate outstanding shares of the Class A common stock and Class B common stock. Accordingly, pursuant to Article IV, Section 4.3(G) of the Company’s certificate of incorporation, all outstanding shares of the Company’s Class M common stock have been automatically transferred to the Company and retired, and are no longer available for issue or reissue. Additionally, the Company no longer has authority to issue additional shares of Class M common stock. Although the Class M common stock was generally non-voting, the holders of Class M common stock had (prior to the retirement of such class) the right to elect up to three of the Company’s directors (but not more than one-quarter of all directors) and approve specified significant corporate actions under our certificate of incorporation. In light of the retirement of the Class M common stock, the Company’s board of directors intends to propose changes to the Company’s governance arrangements, the details of which will be described in the Company’s proxy statement for its September 2010 annual meeting of stockholders.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MASTERCARD INCORPORATED

Date: June 2, 2010

By /s/ NOAH J. HANFT
 Noah J. Hanft
 General Counsel, Chief Payment System
 Integrity and Compliance Officer and
 Corporate Secretary